



State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

Articles of Incorporation of a Nonprofit Corporation

(To be submitted in duplicate with a filing fee of \$25)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

- (1) The name of the corporation is The Loop Trolley Company
- (2) This corporation is a Public Benefit Corporation.
(Public or Mutual)
- (3) The period of duration of the corporation is perpetual
("Perpetual" unless stated otherwise)
- (4) The name and street address of the Registered Agent and Registered Office in Missouri is:
Benjamin Uchitelle, 41 Crestwood Drive, St. Louis, MO 63105
Name Address City/State/Zip
- (5) The name(s) and address(es) of each incorporator:
Benjamin Uchitelle, 41 Crestwood Drive, St. Louis, MO 63105
Joseph B. Edwards, 6309 McPherson Ave., St. Louis, MO 63130
Thomas R. Shrout, Jr., 5056 Westminster Place, St. Louis, MO 63108
- (6) Does the corporation have members? YES X NO
- (7) The assets of the corporation will be distributed on dissolution as follows:
See attached statement, paragraph 7.
- (8) The corporation is formed for the following purpose(s):
See attached statement, paragraph 8.
- (9) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a Date filed with Secretary of State. See attached future date, as follows: statement for additional provisions.
(Date may not be more than 90 days after the filing date in this Office)

In affirmation of the facts stated above,

Signed by Incorporator(s):

Benjamin Uchitelle
Thomas R. Shrout, Jr.
Joseph B. Edwards

**Attachment to Articles of Incorporation
The Loop Trolley Company
A Missouri Corporation**

- (7) Provisions not inconsistent with law regarding the distribution of assets on dissolution:

In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of the corporation, the assets of the corporation remaining after the payment of the corporation's debts shall be conveyed or distributed only to such organization or organizations created for non-profit purposes similar to those of the corporation as the board of directors may determine, provided that such organization or organizations shall qualify at that time as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States revenue law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, to such organization or organizations as the court shall determine, which are organized and operated exclusively for such nonprofit religious, charitable, scientific or educational purposes.

- (8) The corporation is formed for the following purpose(s): The creation, planning, funding, implementation, connection and operation of a public not-for-profit trolley line or lines operating in the County of St. Louis and the City of St. Louis, Missouri; and in general, the corporation shall be authorized to conduct any lawful activity permitted by a Missouri nonprofit corporation consistent with Section 501(c)(3) of the Internal Revenue Code as amended, or the corresponding section of any future United States Internal Revenue Law.
- (10) The corporation is organized and shall be operated exclusively for nonprofit religious, charitable, scientific or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.
- (11) The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any of its members, officers, directors, or other private persons, except that the corporation may, in its discretion, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not

participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on: a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law); or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

The corporation shall have all the powers of a Missouri not-for-profit corporation, provided that none of the powers of the corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

(12) INDEMNIFICATION

A. Liabilities Covered – The corporation:

1. shall indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the corporation) or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation), by reason of the fact that such person is or was or has agreed to become an officer or director of the corporation, or is or was serving or has agreed to serve at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, as permitted by the laws of the State of Missouri, as from time to time in effect, and
2. may indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the corporation) or is threatened to be made a party to such action, suit or proceeding by reason of the fact that such person is or was or has agreed to become an employee or agent of the corporation, or is or was serving or has agreed to become an employee or agent of the corporation, or is or was serving or has agreed to serve at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, upon a determination of the Board of Directors of the corporation that such person should be indemnified against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in

connection with such action, suit, or proceeding. Any and all indemnification provided by the corporation shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation may also from time to time enter into agreements providing for indemnification of any such person upon a vote of a majority of the disinterested directors of the corporation, to the fullest extent permitted by law.

B. ADVANCE PAYMENT OF EXPENSES

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is lawfully entitled to be indemnified by the corporation.

C. INSURANCE

The Board of Directors shall have the power to cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of this corporation, or another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of these Articles of Incorporation.

No. N00067375

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

MISSOURI NONPROFIT

WHEREAS, duplicate originals of Articles of Incorporation of
THE LOOP TROLLEY COMPANY

have been received and filed in the office of the Secretary of
State, which Articles, in all respects, comply with the
requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the
State of Missouri, by virtue of the authority vested in me
by law, do hereby certify and declare this entity a body
corporate, duly organized this date and that it is entitled to
all rights and privileges granted corporations organized under
the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
16th day of AUGUST, 2001.



Matt Blunt

\$25.00

Secretary of State